

Exhibit E

APPLE INC.

COMPENSATION COMMITTEE CHARTER

There shall be a Committee of the Board of Directors (the “Board”) of Apple Inc. (the “Corporation”) to be known as the Compensation Committee (the “Committee”) with purpose, composition, authority, duties and responsibilities, as follows:

A. PURPOSE OF THE COMMITTEE

The purpose of the Committee is to:

1. Establish and modify compensation and incentive plans and programs;
2. Review and approve compensation and awards under compensation and incentive plans and programs for elected officers of the Corporation; and
3. Act as the administering committee for equity compensation plans as designated by the Board.

B. COMPOSITION OF THE COMMITTEE

The members of the Committee shall be appointed by the Board. The Committee will be composed of not less than three Board members. Each member shall be “independent” in accordance with applicable law, including the rules and regulations of the Securities and Exchange Commission and the rules of the NASDAQ Stock Market. Committee members are prohibited from interlocking or insider participation with any member of the board or compensation committee of another company. Committee members shall qualify as “Non-employee Directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. At least two of three Committee members shall qualify as “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code. The Chair of the Committee shall be designated by the Board.

Members of the Committee shall serve until their successors are duly elected and qualified or their earlier resignation or removal. The Board may replace any member of the Committee.

C. COMMITTEE MEETINGS

The Committee shall meet as often as it deems appropriate, but not less than four times a year, to perform its duties and responsibilities under this charter. The Chair of the Board, any member of the Committee, or the Secretary of the Corporation may call meetings of the Committee. The Chair of the Committee, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee’s agenda. At the beginning of

the year, the Committee will establish a schedule of agenda subjects to be discussed during the year (to the extent these can be foreseen). The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board. The Committee shall ensure that draft minutes of each meeting at which equity award grants are to be considered or approved are promptly prepared following such meeting.

D. AUTHORITY AND RESOURCES

The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel to attend a Committee meeting. The Committee shall ensure that the Corporation's counsel attends each meeting at which equity award grants are to be considered or approved. The Committee has the right at any time to obtain advice, reports or opinions from internal and external counsel and expert advisors and has the authority to hire and terminate independent legal, financial and other advisors as it may deem necessary, at the Corporation's expense, without consulting with, or obtaining approval from, any officer of the Corporation in advance.

E. DUTIES AND RESPONSIBILITIES

The Committee shall:

1. Review periodically, and as appropriate approve compensation, incentive, and benefits policies and programs applicable to the Corporation's executive management.
2. Conduct and review with the Board an annual evaluation of the performance of the Chief Executive Officer (the "CEO");
3. Coordinate, and review with the CEO, the Board's annual review of the performance of other executive officers.
4. Review and approve periodically the salaries, bonuses and perquisites of elected officers of the Corporation and its subsidiaries, including the CEO.
5. Review annually and make recommendations to the Board regarding the compensation of the Board and Board committee members.
6. At least annually, select and retain an independent compensation consultant to conduct a comparative study of the Corporation's executive compensation policies, practices, and procedures relative to other public companies and prepare and submit to the Committee a report and recommendations.
7. Act as administering committee of the Corporation's various bonus plans, stock plans and equity arrangements that may be adopted by the Corporation from time to time, with such authority and powers as are set forth in the

respective plans' instruments, including but not limited to establishing performance metrics, determining bonus payouts and the granting of equity awards to employees and executive officers, in each case subject to the provisions of the Corporation's Equity Award Grant Practices Policy and all other applicable policies adopted by the Board. The Committee shall consider the appropriateness of clawback provisions for every executive grant.

8. Review for approval or disapproval special hiring or termination packages for elected officers of the Corporation, if it is determined by the members of the Committee that approval by the full Board is not necessary.
9. To the extent it deems necessary, recommend to the Board the establishment or modification of employee stock-based plans for the Corporation and its subsidiaries, in each case subject to the provisions of the Corporation's Equity Award Grant Practices Policy.
10. To the extent it deems necessary, review and advise the Board regarding other compensation plans.
11. Review and comment on management's Compensation Discussion & Analysis and prepare an annual Compensation Committee Report for inclusion in the Corporation's proxy statement, including disclosure of the policy for the timing and rationale of the Corporation's option grants.
12. Review the Committee's charter, structure, processes, and membership requirements and submit any recommended changes to the Board at least once a year.
13. Report to the Board concerning the Committee's activities with such recommendations as the Committee deems appropriate at least once a year.
14. Perform such other functions as assigned by law, the Corporation's charter or bylaws, or the Board.

The Committee can delegate any of its responsibilities to the extent allowed under applicable law, in each case subject to the provisions of the Corporation's Equity Award Grant Practices Policy. In particular, the authority to grant equity awards or to take any other action with respect to equity awards (other than the performance of ministerial duties) may not be delegated to the Corporation's management or any other person.

F. EXCEPTIONS

Notwithstanding any implication to the contrary above:

1. In making its determination regarding compensation and plans which it is

responsible for administering, the Committee shall take into account compensation received from all sources, including plans or arrangements that it is not responsible to administer.

2. The Committee shall take into consideration the tax-deductibility requirements of Section 162(m) of the Internal Revenue Code when reviewing and approving compensation for executive officers and, if deemed advisable, have such compensation approved by no less than two Committee members who qualify as outside directors. If the Committee does not have two outside directors as defined in Section 162(m) of the Internal Revenue Code, such compensation should be approved by a majority of the Board members who qualify as outside directors.
3. The Committee shall not be empowered to approve matters that applicable law, the Corporation's charter, or the Corporation's bylaws require be approved by a vote of the full Board.